

**SNR DENTON**

SNR Denton US LLP  
1301 K Street, NW  
Suite 600, East Tower  
Washington, DC 20005-3664 USA

Mike McNamara  
Partner  
mike.mcnamara@snrdenton.com  
D +1 202 406 6420  
T +1 202 406 6420  
F +1 202 406 6420  
snrdenton.com

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April 14, 2011

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**CONFIDENTIAL SUBMISSION**

Dawn M. Odrowski, Esq.  
Complaints Examination & Legal Administration  
Federal Election Commission  
999 E Street, NW  
Washington, DC 20463

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Re: MURs 6401 and 6432  
Additional Response of TransCanada Keystone Pipeline GP, LLC

Dear Ms. Odrowski:

This additional response is submitted by undersigned counsel on behalf of TransCanada Keystone Pipeline GP, LLC ("Keystone") in reply to the faxed letter dated April 4, 2011, from Ms. Kathleen Guith (the "Commission's Letter"). Because of the nature of certain company proprietary information contained in this submission, Keystone also requests that this additional submission remain confidential pursuant to 2 U.S.C. §§ 437g(a)(4)(B) and 437g(a)(12)(A), and 11 C.F.R. §§ 4.5(a) and 111.21.

The Commission's Letter invited Keystone to provide clarification on two questions with respect to its corporate structure and business operations in the US.

**Keystone Entities**

The Commission's Letter asked Keystone to "clarify which entity made the donations to the state candidate committees."

The contributing entity for the contributions in these matters was TransCanada Keystone Pipeline, LP, a US entity. US persons employed by TransCanada Keystone Pipeline GP, LLC, a US entity and the Respondent in this matter, directed the donations to the Nebraska campaign committees. TransCanada Keystone Pipeline, LP is a US entity jointly owned and controlled by TransCanada Keystone Pipeline GP, LLC, and TransCanada Keystone Pipeline LLC, also a US entity. TransCanada Keystone Pipeline GP, LLC, in its capacity as general partner, directs all activities of TransCanada Keystone Pipeline, LP, which was the entity identified on the donations. As the Commission's Letter correctly noted, each of these entities are subsidiary entities of TransCanada Oil Pipelines, Inc., a US entity.

**Banking Relationship and Financing**

Keystone can also confirm that the donations made to the Nebraska candidates were made by a US entity, TransCanada Keystone Pipeline, LP, that "received no subsidies from foreign nationals,

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generated substantial net earnings (i.e., income that exceeded expenses after debt service) from which it funded the political donations, and maintained separate US bank accounts into which it deposited receipts from, and paid expenses of, its domestic operation," consistent with Commission guidance.

Should the Commission believe that an in-person or telephonic meeting would be beneficial to further clarify or discuss these matters, we would be pleased to make ourselves available for that discussion.

Sincerely,

SNR Denton US LLP

By: 

Mike McNamara  
Michael E. Zolanz

Counsel for TransCanada Keystone Pipeline GP, LLC

Enclosure

cc: Kathleen M. Guith, Acting Associate General Counsel for Enforcement

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